

BY-LAWS OF NORTHFIELD ARTS GUILD
A NONPROFIT CORPORATION 2010

ARTICLE I. Name

The name of the organization shall be Northfield Arts Guild. The registered office of the corporation shall be 304 Division Street South, Northfield, Minnesota with other offices to be added at the discretion of the Board of Directors.

ARTICLE II. Membership

- A. Membership in the Northfield Arts Guild shall be open to all persons interested in supporting the arts in the Northfield community.
- B. Membership in the Northfield Arts Guild shall be upon payment of an annual contribution as established by the Board of Directors.
- C. Members of the Northfield Arts Guild shall be entitled to vote in annual and special meetings of the corporation, to participate in its governance, to hold elected office, and to be entitled to such other rights and privileges as may be authorized by the Board of Directors.
- D. Any member of the Northfield Arts Guild, who is not otherwise a member of the Board, may attend meetings of the Directors, but without voting rights.

ARTICLE III. Member Meetings

- A. The Northfield Arts Guild shall hold an annual meeting within 60 days after the conclusion of the fiscal year.
- B. Special meetings may be called from time to time by vote of the Board of Directors.
- C. Notice of the annual meeting and special meetings of the Northfield Arts Guild shall be communicated in writing and shall clearly state the date, time and place of the meeting.
 - 1. The notice shall be delivered at least one week in advance to all members at their last known contact point.
 - 2. The notice shall be publicly posted at least one week in advance of the meeting proposed therein.
- D. At the annual meeting and at special meetings of the Northfield Arts Guild the presence of 5% of the membership at the time of notice shall constitute a quorum for the transaction of business.
- E. At the annual meeting reports of the President and Treasurer shall be presented, and there shall be transacted such other business as may properly come before it.

ARTICLE IV. Directors

- A. The Northfield Arts Guild shall be governed by a Board of Directors consisting of not less than eight (8) or more than twenty (20) Directors.
- B. The Board of Directors shall consist of Directors elected by the Membership at the annual meeting. Directors shall be elected by the Membership for a three (3) year term, renewable for a second consecutive three (3) year term. A three (2*) year hiatus is required after serving two consecutive three year terms.
- C. The Board of Directors is made up of members who have an interest in the arts, reflect the diversity of the Membership, and are over the age of 18.
- D. The Board of Director's purpose is to provide organizational leadership, direction and oversight to maximize the Arts Guild's ability to achieve its mission.
- E. The Board of Directors is responsible for oversight of the corporation's fiscal health. The Directors will not be held personally liable for the corporations' debts or obligations.

- F. The Directors shall meet monthly not less than ten (10) times per year, and at such additional meetings and times as may be determined by a majority of the Directors. The presence of a majority of Directors shall constitute a quorum for the transaction of business.
- G. Any Board member can be removed from office, with or without cause or for absence from 3 Director's meetings in one fiscal year, upon the vote of a majority of the Directors present at a duly held meeting, provided there is quorum, and provided that the notice of the meeting at which removal is to be considered states such purpose.
- H. A vacancy or vacancies of the Board of Directors occurring for any reason other than an increase in the authorized number of Directors may be filled by a majority of the Directors at a duly held meeting, provided there is quorum. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill, or until such Director's successor is elected.
- I. The Board of Directors shall be empowered to fix remuneration for any officer or employee of this corporation.

ARTICLE V. Governing Board – Officers

- A. The officers of the Northfield Arts Guild shall be a President, Vice President, Secretary and Treasurer.
- B. Officers shall be elected by the Board of Directors at a meeting immediately following the annual meeting of the membership.
- C. The Officers shall serve for a term of one (1) year and may be re-elected at any time during their term on the Board.
- D. The President shall preside at all Member meetings of the Northfield Arts Guild and of the meetings of the Board of Directors.
- E. The Vice President shall aid the President in the performance of the duties of the office, and in the absence or disability of the President shall perform the function of the same.
- F. The Secretary shall keep and distribute to the Directors a record of the proceedings of all Board and Member meetings of the Northfield Arts Guild and of the Board of Directors, and shall oversee the care and custody of all official records and documents of the corporation.
- G. The Treasurer's qualifications include the ability to read and explain a balance sheet, statement of financial activities, tax returns, audits and other official statements of the corporation's financial activities. The Treasurer shall work with the corporation's accountant, Finance Committee and Executive Director and perform or cause to be performed the following:
 - a. Maintain adequate and correct records of the corporation's accounts, properties and business transactions, including assets, liabilities, receipts, disbursements, gains, losses and fund balances.
 - b. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit of all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
 - c. Render monthly statements of the condition of the finances of the corporation to the Board of Directors.
 - d. Serve on the Finance Committee.

ARTICLE VI. Standing Committees

- A. The Board of Directors shall have authority to appoint standing committees including but not limited to Executive, Finance, Development, Marketing, and Programming. Action taken by said committees must be voted on by the entire Board of Directors.
 - a. The Executive Committee shall consist of the Officers of the Board of Directors, and shall meet as directed by the Board of Directors.
 - b. Finance Committee shall meet monthly to review budgets and strategize ways to secure the overall financial health of the corporation. Treasurer is Chair of the Finance Committee.
 - c. Development Committee shall target:
 - i. Donors stewardship
 - ii. Membership stewardship
 - d. Marketing Committee shall develop and implement local and regional strategies to promote the corporation's:
 - i. Programs
 - ii. Events/productions
 - iii. Donor and Member development
- B. The chairpersons of standing committees shall be appointed by the President with the approval of the Board of Directors.
- C. Each committee shall have a representative from the Board of Directors.
- D. All members of the standing committees shall be members of the Northfield Arts Guild.

ARTICLE VII. General

- A. Amendment of the corporation's by-laws may occur by a simple majority vote of those voting at any meeting of the general membership, provided that notice of such proposed amendment was given prior to the meeting.
- B. Checks, drafts, contracts and promissory notes of the corporation shall be signed by agents designated by resolution of the board of Directors.
- C. Fiscal year runs September 1, ending August 31.

Adopted at Annual Members Meeting 5/6/10